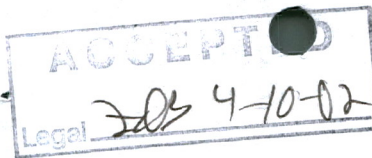


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Columbia, SC 29201

803-254-5738
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April 9, 2002

Mr. Gary E. Walsh
Executive Director
The Public Service Commission
P. O. Drawer 11649
Columbia, SC 29211



In Re: Resale Agreement between Verizon South Inc. and BellSouth Telecommunications Inc.

Dear Mr. Walsh:

A copy of Amendment No. 1 to the Interconnection Agreement as referenced above is being forwarded to the attention of Mr. David Lacoste for the Commission's consideration and approval. An electronic copy will be forwarded as soon as it is available.

Please do not hesitate to contact me should you have any questions.

Very truly yours,

Wanda R. Rodgers (for)

STAN J. BUGNER

AMENDMENT NO. 1

to the

INTERCONNECTION AGREEMENT

between

VERIZON SOUTH INC., f/k/a GTE SOUTH INCORPORATED

and

Bell South Telecommunications Inc.

This Amendment (the "Amendment") to the Interconnection Agreement between Verizon South Inc., f/k/a GTE South Incorporated and Bell South Telecommunications Inc. for the state of South Carolina (the "Agreement") is effective June 14, 2001.

Notwithstanding any possible contrary construction of this Agreement, Internet Traffic shall not be eligible for payment of Reciprocal Compensation under this Agreement. The Parties' rights and obligations with respect to any intercarrier compensation that may be due in connection with their exchange of Internet traffic shall be governed by the Order on Remand and Report and Order, *In the Matter of Implementation of the Local Competition Provisions in the Telecommunications Act of 1996, Intercarrier Compensation for ISP Bound Traffic*, FCC 01-131, CC Docket Nos. 96-98 and 99-68.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be duly executed and delivered by their duly authorized representatives.

Bell South Telecommunications Inc.

Verizon South Inc., f/k/a GTE South Incorporated

By: C. W. BoltzBy: Jeffrey A. MasonerPrinted: C. W. BoltzPrinted: Jeffrey A. MasonerTitle: Managing Director

Title: Vice-President - Interconnection Services Policy & Planning